

Department of State: Division of Corporations

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Entity Details

File Number: 2982664 **Incorporation Date /** 12/21/1998
Formation Date: (mm/dd/yyyy)

Entity Name: NATIONAL MARINE, LLC

Entity Kind: Limited Liability Company **Entity Type:** General

Residency: Domestic **State:** DELAWARE

Status: Voluntarily Cancelled **Status Date:** 5/31/2006

TAX INFORMATION

Last Annual Report Filed: 0 **Tax Due:** \$ 0

Annual Tax Assessment: \$ 200 **Total Authorized Shares:**

REGISTERED AGENT INFORMATION

Name: THE CORPORATION TRUST COMPANY
Address: CORPORATION TRUST CENTER 1209 ORANGE ST
City: WILMINGTON **County:** New Castle
State: DE **Postal Code:** 19801
Phone: 302-658-7581

FILING HISTORY (Last 5 Filings)

Seq	Description	No. of pages	Filing Date (mm/dd/yyyy)	Filing Time	Effective Date (mm/dd/yyyy)
1	Cancellation; Trust,GP,LP,LLC	1	5/30/2006	5:15 PM	5/31/2006
2	Amendment 9000014	1	1/22/1999	10:00 AM	1/22/1999
3	Merger	2	12/22/1998	9:00 AM	12/22/1998
4	LLC	1	12/21/1998	9:00 AM	12/21/1998

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Question: Which entity merged into National Marine, LLC (#2982664) on December 22, 1998? Also since the entity continued until 2006 I assume it was the survivor of the merger?

Chat InformationRouting your chat request to a Corporations Information Center Representative . You are person 2 of 2 waiting to be served. Important: Please do not provide sensitive information (such as social security numbers, etc.) while chatting.

Chat InformationAll Corporations Information Center Representatives are currently busy. An operator will be with you shortly. Thanks for your patience.

Chat InformationAll Corporations Information Center Representatives are currently busy. An operator will be with you shortly. Thanks for your patience.

Chat InformationAll Corporations Information Center Representatives are currently busy. An operator will be with you shortly. Thanks for your patience.

Chat InformationAll Corporations Information Center Representatives are currently busy. An operator will be with you shortly. Thanks for your patience.

Chat InformationYou are now chatting with 'Jamie' with the Delaware Division of Corporations Information Center.

Jamie: Hello, Please hold as I review your question.

Jamie: National Marine Inc merged into National Marine LLC 1998

Jamie: this entity cancelled in 2006

Sarah: thank you

Sarah: Can you tell me what the 1/22/1999 Amendment for National Marine, LLC (#2982664) was for?

Jamie: change of agent

Jamie: Thank you for contacting us online.

Jamie: Please use the button (in the upper right corner of this window) to close this session. You will be prompted to have a transcript E-mailed to you and rate this service. Good-bye.

Chat InformationChat session has been terminated by the site operator.

Tom Schedler
Secretary of State

**State of
Louisiana
Secretary of
State**



COMMERCIAL DIVISION
225.925.4704

Fax Numbers
225.932.5317 (Admin. Services)
225.932.5314 (Corporations)
225.932.5318 (UCC)

Name	Type	City	Status
NATIONAL MARINE, INC.	Business Corporation (Non-Louisiana)	WILMINGTON	Inactive

Previous Names

DRAVO MECHLING CORPORATION (Changed: 3/31/1988)
UNION MECHLING CORPORATION (Changed: 3/7/1980)

Business: NATIONAL MARINE, INC.

Charter Number: 31216860F

Registration Date: 11/17/1975

Domicile Address

1209 ORANGE ST.
WILMINGTON, DE 19801

Mailing Address

1515 POYDRAS ST., STE. 1500
NEW ORLEANS, LA 70112

Principal Business Office

1515 POYDRAS ST., STE. 1500
NEW ORLEANS, LA 70112

Registered Office in Louisiana

8550 UNITED PLAZA BLVD.
BATON ROUGE, LA 70809

Principal Business Establishment in Louisiana

1515 POYDRAS ST., SUITE 1500
NEW ORLEANS, LA 70112

Status

Status: **Inactive**

Inactive Reason: **MERGED**

Qualified: 11/17/1975

Last Report Filed: 11/17/1998

Type: Business Corporation (Non-Louisiana)

Registered Agent(s)

Agent:	C T CORPORATION SYSTEM
---------------	------------------------

Address 1: 3867 PLAZA TOWER DR.
City, State, Zip: BATON ROUGE, LA 70816
Appointment Date: 5/14/1990

Officer(s)

Additional Officers: No

Officer: D. WAGSTAFF, III
Title: President, Treasurer, Director
Address 1: 1515 POYDRAS ST., STE. 1500
City, State, Zip: NEW ORLEANS, LA 70112

Officer: S. J. RADATOVICH
Title: Secretary
Address 1: 1515 POYDRAS ST., STE. 1500
City, State, Zip: NEW ORLEANS, LA 70112

Officer: J. M FIORENZA
Title: Secretary
Address 1: 1515 POYDRAS ST., STE. 1500
City, State, Zip: NEW ORLEANS, LA 70112

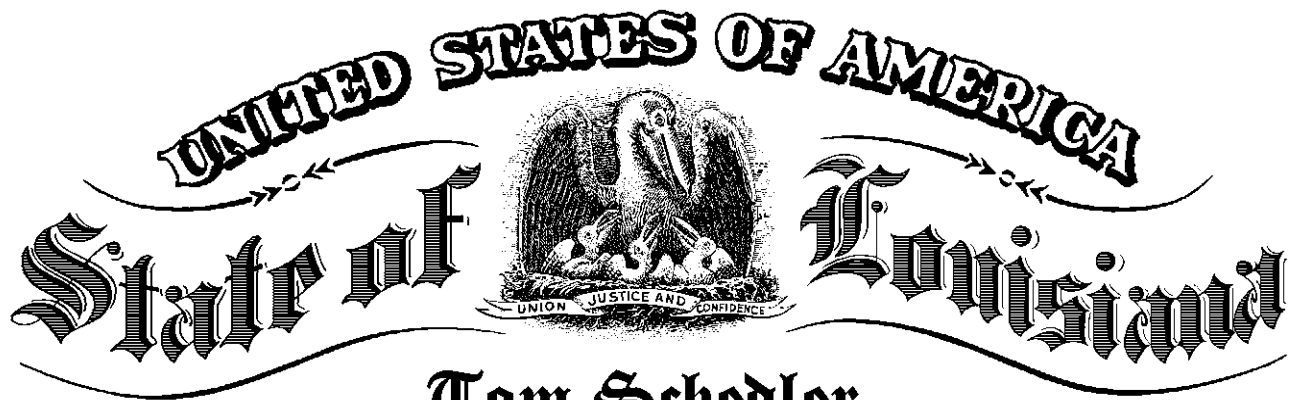
Mergers (2)

Filed Date	Effective Date:	Type	Charter#	Chater Name	Role
12/23/1996	12/23/1996	MERGE	31216860F	NATIONAL MARINE, INC.	SURVIVOR
			32331070D	TUGWELL MARINE, INC.	NON-SURVIVOR
1/20/1999	1/20/1999	MERGE	31216860F	NATIONAL MARINE, INC.	NON-SURVIVOR

Amendments on File (8)

Description	Date
Stmt of Chg or Chg Prin Bus Off	10/8/1979
Name Change	3/7/1980
Stmt of Chg or Chg Prin Bus Off	6/25/1984
Stmt of Chg or Chg Prin Bus Off	12/29/1987
Name Change	3/31/1988
Stmt of Chg or Chg Prin Bus Off	2/1/1993
Merger	12/23/1996
Merger	1/20/1999

Print



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

NATIONAL MARINE, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

31216860F	FOREIGN CORP	ORIGF	11/17/1975	11	page (s)
32805400	FOREIGN CORP	12308	10/08/1979	2	page (s)
32936590	FOREIGN CORP	NMCHG	03/07/1980	5	page (s)
34148102	FOREIGN CORP	12308	06/25/1984	1	page (s)
34253872	FOREIGN CORP	12308	12/29/1987	2	page (s)
34302083	FOREIGN CORP	NMCHG	03/31/1988	3	page (s)
34425559	FOREIGN CORP	12308	02/01/1993	1	page (s)
34546214	FOREIGN CORP	MERGE	12/23/1996	10	page (s)
34732139	FOREIGN CORP	MERGE	01/20/1999	1	page (s)
34708682	FOREIGN CORP	98 AR	11/17/1998	2	page (s)

In testimony whereof, I have hereunto set my
hand and caused the Seal of my Office to be
affixed at the City of Baton Rouge on,

October 21, 2015

Secretary of State

SS



Certificate ID: 10647206#QWM73

To validate this certificate, visit the following
web site, go to **Business Services**, Search
for **Louisiana Business Filings**, Validate a
Certificate, then follow the instructions
displayed.

www.sos.la.gov

CERTIFICATE OF INCORPORATION

OF

UNION MECHLING CORPORATION

FIRST. The name of the corporation is

UNION MECHLING CORPORATION

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Ten Thousand Dollars (\$10,000).

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Davis C. Burroughs, Jr.	1040 Devon Road Pittsburgh, Pennsylvania 15213
William J. McCormick	1044 Findley Drive Pittsburgh, Pennsylvania 15221
Charles R. Taylor, Jr.	218 Chapel Ridge Road Glenshaw, Pennsylvania 15116

SIXTH. The name and mailing address of each person who is to serve as a Director until the first Annual Meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert Dickey III	One Oliver Plaza Pittsburgh, Pennsylvania 15222
John K. Beidler	One Oliver Plaza Pittsburgh, Pennsylvania 15222
Edward T. Fitch	One Oliver Plaza Pittsburgh, Pennsylvania 15222
H. Edgar Lore	One Oliver Plaza Pittsburgh, Pennsylvania 15222
Louis P. Struble, Jr.	One Oliver Plaza Pittsburgh, Pennsylvania 15222

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided,

however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

NINTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any ~~receiver or receivers appointed for this corporation~~ under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said

reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators

hercinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 24th day of February, 1970.

Davis C. Bunnoughs, Jr. [SEAL]

William J. McInnis [SEAL]

Charles R. Taylor, Jr. [SEAL]

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

} ss:

BE IT REMEMBERED that on this 24th day of February, A.D. 1970, personally came before me, a Notary Public for the Commonwealth of Pennsylvania, Davis C. Burroughs, Jr., William J. McCormick and Charles R. Taylor, Jr., all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

ESTHER G. ALLEN
NOTARY PUBLIC
COMMONWEALTH OF PENNSYLVANIA

Esther G. Allen
Notary Public

ESTHER G. ALLEN, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires December 14, 1972



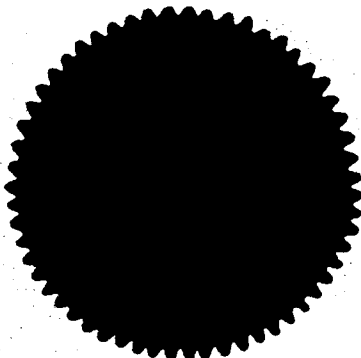
State of DELAWARE



Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "UNION MECHLING CORPORATION", as received and
filed in this office the twenty-sixth day of February, A.D. 1970, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *tenth* _____ *day*
of _____ *November* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-five.* _____



Robert H. Reed

Secretary of State

Grover A. Biddle Assistant Secretary of State

STATE OF LOUISIANA
APPLICATION FORM FOR CERTIFICATE OF AUTHORITY
(May Also be Used for Amended Application)

This form prepared and furnished by
Wade O. Martin, Jr., Secretary of State

UNION MECHLING CORPORATION
(Name)

a corporation organized under the laws of the State of Delaware

with principal office within state of organization (Domicile) at 100 West Tenth Street

Wilmington (City) State of Delaware

and having its principal business office outside of State of organization, at One Oliver Plaza

Pittsburgh (City) State of Pennsylvania doing business, or

being about to do business in the State of Louisiana in conformity with the laws thereof, does, pursuant to the laws of said State, hereby make

this its written declaration that the registered office of the corporation in Louisiana is located at 1300 Hibernia Building,

New Orleans, Louisiana 70112

and its registered agent(s) in Louisiana (Street and City) C T Corporation System

1300 Hibernia Building

New Orleans, Louisiana 70112

Name and Address of Agent(s)

and the principal business establishment in the State of Louisiana is:

International Trade Mart
Street Canal St. & Mississippi River City New Orleans State Louisiana

The nature of business which the corporation proposes to transact in this State, if it does not propose, or is not permitted, to transact in this

State business of every nature which it is empowered to transact by its articles or certificate of incorporation; NONE

The names and addresses of the directors and officers of the corporation:

SEE ATTACHED RIDER

The aggregate number of authorized and issued shares of the corporation, itemized by classes, series, par value of shares and shares without par value, 10,000 common authorized, 5,000 common issued, \$1.00/share Par Value

Authorized: 10,000 shares-common

Issued: 5,000 shares-common

Par Value: \$1.00/share

an estimate of the value of the assets of the corporation to be located within this State during the current calendar year \$29,360.00

\$68,823,000.00 primarily vessels (towboats and barges) used in the value and nature of all assets owned by the corporation, wherever located interstate commerce

Dated at Pittsburgh, PA on the 12th day of November, 19 75

Dudley Coles
Executive Vice President
Dudley Coles

Arthur J. Brosius
Asst. Secretary
Arthur J. Brosius

State of Pennsylvania

County of Allegheny

On this 12th day of November, 19 75, personally appeared

before me Dudley Coles, who, being by me first duly sworn,

declared that he is the Executive Vice President of UNION MECHLING

CORPORATION, that he executed the foregoing document as

Executive Vice President of the corporation, and that the statements therein contained are true.

Thelma M. Kleinzig
Notary Public

THELMA M. KLINZIG, NOTARY PUBLIC

PITTSBURGH-ALLEGHENY COUNTY

MY TERM EXPIRES MAR. 29, 1979

Member, Pennsylvania Association of Notaries

RIDER

UNION MECHLING CORPORATION

The names and addresses of the directors and officers of the corporation:

Robert Dickey III	Chairman Director	One Oliver Plaza Pittsburgh, PA 15222
F. A. Mechling	President Director	One Oliver Plaza Pittsburgh, PA 15222
Dudley Coles	Exec.V.Pres. Director	One Oliver Plaza Pittsburgh, PA 15222
A. J. Brosius	Vice President Director	One Oliver Plaza Pittsburgh, PA 15222
Alan H. Edwards	Vice President Director	One Oliver Plaza Pittsburgh, PA 15222
H. G. Mechling	Vice President Director	One Oliver Plaza Pittsburgh, PA 15222
P. K. Sour	Vice President	One Oliver Plaza Pittsburgh, PA 15222
Robert E. Mertz	Secretary	One Oliver Plaza Pittsburgh, PA 15222
Lowell J. Tackitt	Asst. Treas.	One Oliver Plaza Pittsburgh, PA 15222
John K. Beidler	Director	One Oliver Plaza Pittsburgh, PA 15222
H. Edgar Lore	Director	One Oliver Plaza Pittsburgh, PA 15222
P. J. Berg	Director	One Oliver Plaza Pittsburgh, PA 15222
L. P. Struble	Director	One Oliver Plaza Pittsburgh, PA 15222
T. F. Faught	Director	One Oliver Plaza Pittsburgh, PA 15222
R. F. Smail	Director	One Oliver Plaza Pittsburgh, PA 15222

Prepared and Furnished by:
Paul J. Hardy
Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA (If only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent.)

Union Mechling Corporation

Name of Corporation

P. O. Box 451

5780 North River Road

Port Allen, West Baton Rouge, Louisiana 70767

La. Registered Office (Municipal Address Must Be Given)

Lloyd A. Murphy

New Registered Agent

P. O. Box 451, 5780 North River Road

Port Allen, West Baton Rouge, Louisiana 70767

Agent's Address (Must Be Identical To La. Registered Office)

Principal business establishment in the State of Louisiana:

Street 5780 N. River Road, City Port Allen, Parish West Baton Rouge, State Louisiana

Peter K. Louis
President or Vice-President

State of

Pennsylvania

Parish or County

Allegheny

On this 24th day of September, 19 79, personally

appeared before me Peter K. Louis, who, being by me

first duly sworn, declared that he is the Vice President, of

Union Mechling Corp., that he executed the

foregoing document as Vice President, of the corporation,

and that the statements therein contained are true.

Jeanette P. Marks
Notary Public
JEANETTE P. MARKS, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES AUG. 3, 1981
Member, Pennsylvania Association of Notaries

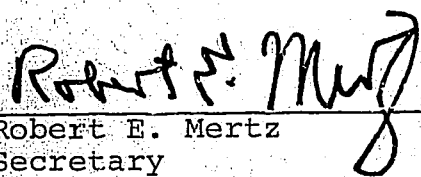
CERTIFICATION OF CORPORATE RECORDS
OF
UNION MECHLING CORPORATION

I hereby certify that I am Secretary of Union Mechling Corporation, a corporation duly organized and existing under the laws of the State of Delaware, having its principal place of business at One Oliver Plaza, Pittsburgh, Pennsylvania, 15222; that I am the keeper of the corporate records and the seal of the said Corporation; that the following is a true and correct copy of the Resolutions duly adopted and ratified at a meeting of the Board of Directors of the said Corporation, duly convened and held in accordance with its By-Laws and the laws of the State of Delaware at the office of the Corporation, on July 24, 1979, as taken and transcribed by me from the Minutes of the said meeting and compared by me with the original of the said Resolutions recorded in the Minute Book:

RESOLVED, that the authorization of C T Corporation System as registered agent is hereby withdrawn, and Lloyd A. Murphy is hereby constituted and appointed the agent of this Corporation and the principal office of this Corporation in the State of Louisiana shall be Foot of River Road, Port Allen, Louisiana, 70767, where service of process against this Corporation may be made in accordance with the laws of the State of Louisiana.

RESOLVED FURTHER, that the proper officers of this Corporation are hereby authorized to do all the things required by the Statutes of the State of Louisiana to effectuate the changes of the registered agent and the location of the principal office of this Corporation in the State of Louisiana.

I further certify that the passage of the said Resolutions was in all respects regular and according to the law and the By-Laws of the said Union Mechling Corporation, and that the said Resolutions have not in any way been modified, repealed or rescinded but are in full force and effect.


Robert E. Mertz
Secretary

2

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNION MECHLING CORPORATION

UNION MECHLING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, December 14, 1979, adopted a resolution proposing an amendment to the Certificate of Incorporation of said corporation. An excerpt from the resolution is as follows:

WHEREAS, the Directors of Union Mechling Corporation deem it advisable to change the name of this Corporation;

NOW, THEREFORE, BE IT RESOLVED that the Certificate of Incorporation be, and it hereby is amended by striking therefrom Article "FIRST" in its entirety and substituting therefor the following new Article "FIRST" so that Article "FIRST" of the Certificate of Incorporation, as amended, shall be and read as follows:

"FIRST. The name of said corporation is
DRAVO MECHLING CORPORATION."

SECOND: That in lieu of a meeting and vote of stockholders in accordance with the provisions of Section 222 of the General Corporation Law of the State of Delaware, the sole stockholder has given unanimous written consent to said amendment, in accordance with the provisions of Section 228, which consent is filed with the minutes of the Board.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242

and 228 of the General Corporation Law of the State of Delaware.

FOURTH: This certificate of amendment of the Certificate of Incorporation shall be effective on January 1, 1980.

IN WITNESS WHEREOF, said Union Mechling Corporation has caused this Certificate to be signed by L. E. Sutton, its President, and attested by Robert E. Mertz, its Secretary, this 17th day of December, 1979.

UNION MECHLING CORPORATION

BY: *L. E. Sutton*

L. E. Sutton
President

ATTEST:

BY: *Robert E. Mertz*

Secretary
Robert E. Mertz

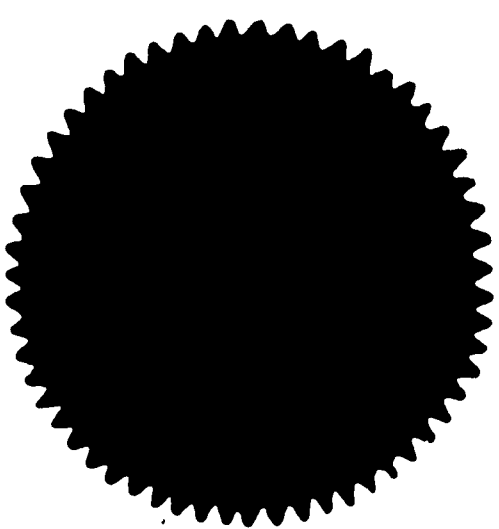


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "UNION MECHLING CORPORATION", as received and
filed in this office the twenty-first day of December, A.D. 1979, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-first *day*
of December *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

STATE OF LOUISIANA
AMENDED APPLICATION FORM FOR CERTIFICATE OF AUTHORITY
(May Also be Used for Amended Application)

This form prepared and furnished by
Wade O. Martin, Jr., Secretary of State

DRAVO MECHLING CORPORATION/formerly UNION MECHLING CORPORATION
(Name)

a corporation organized under the laws of the State of Delaware

with principal office within state of organization (Domicile) at 100 West Tenth Street
(Street)
Wilmington, State of Delaware 19801
(City)

and having its principal business office outside of State of organization, at 2000 One Oliver Plaza,
(Street)
Pittsburgh, State of Pennsylvania 15222, doing business, or
(City)

being about to do business in the State of Louisiana in conformity with the laws thereof, does, pursuant to the laws of said State, hereby make
this its written declaration that the registered office of the corporation in Louisiana is located at 1300 Hibernia Building,

New Orleans, Louisiana 70112
(Street and City)

and its registered agent(s) in Louisiana Lloyd A. Murphy
Foot of River Road
Port Allen, LA 70767
Name and Address of Agent(s)

and the principal business establishment in the State of Louisiana is:
Foot of River Road
Street City Port Allen State Louisiana 70767

The nature of business which the corporation proposes to transact in this State, if it does not propose, or is not permitted, to transact in this
State business of every nature which it is empowered to transact by its articles or certificate of incorporation; NONE

The names and addresses of the directors and officers of the corporation:

SEE ATTACHED RIDER

The aggregate number of authorized and issued shares of the corporation, itemized by classes, series, par value of shares and shares without par
value: 10,000 commo Authorized, 5,000 common issued, \$1.00/share Par Value

Authorized: 10,000 shares -- Common

Issued: 5,000 shares -- Common

Par Value: \$1.00/ share

An estimate of the value of the assets of the corporation to be located within this State during the current Calendar/Fiscal year is
\$ 29,360.00 . A statement of the value \$ 68,823,000.00 and nature of all
of its assets wherever located: Primarily vessels (tow boats & Barges) used & interstate commerce

Dated at Pittsburgh, PA (Allegheny County) 20th day of FEBRUARY, 1980

L. E. Sutton L. E. Sutton
President or Vice-President
John P. Klee
Secretary or Asst. Secretary

State of Pennsylvania

County of Allegheny

On this 20th day of February, 1980, personally appeared

before me L. E. Sutton, who, being by me first duly sworn,

declared that he is the President, of DRAVO MECHLING CORPORATION

, that he executed the foregoing document as

President

contained are true.

LAURA C. SMITH, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires Mar. 24, 1983

Laura C. Smith
Notary Public

RIDER

UNION MECHLING CORPORATION

The names and addresses of the directors and officers of the corporation:

Robert Dickey III	Chairman Director	One Oliver Plaza Pittsburgh, PA 15222
F. A. Mechling	President Director	One Oliver Plaza Pittsburgh, PA 15222
Dudley Coles	Exec.V.Pres. Director	One Oliver Plaza Pittsburgh, PA 15222
A. J. Brosius	Vice President Director	One Oliver Plaza Pittsburgh, PA 15222
Alan H. Edwards	Vice President Director	One Oliver Plaza Pittsburgh, PA 15222
H. G. Mechling	Vice President Director	One Oliver Plaza Pittsburgh, PA 15222
P. K. Sour	Vice President	One Oliver Plaza Pittsburgh, PA 15222
Robert E. Mertz	Secretary	One Oliver Plaza Pittsburgh, PA 15222
Lowell J. Tackitt	Asst. Treas.	One Oliver Plaza Pittsburgh, PA 15222
John K. Beidler	Director	One Oliver Plaza Pittsburgh, PA 15222
H. Edgar Lore	Director	One Oliver Plaza Pittsburgh, PA 15222
P. J. Berg	Director	One Oliver Plaza Pittsburgh, PA 15222
L. P. Struble	Director	One Oliver Plaza Pittsburgh, PA 15222
T. F. Faught	Director	One Oliver Plaza Pittsburgh, PA 15222
R. F. Smail	Director	One Oliver Plaza Pittsburgh, PA 15222

Prepared and Furnished by
James H. "Jim" Brown
Secretary of State

JAMES H. "Jim" BROWN
SECRETARY OF STATE
RECEIVED & FILED
DATE _____

STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA (If only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent.)

Dravo Mechling Corporation

Name of Corporation

400 Poydras Street, P. O. Box 52189, New Orleans, LA 70152-2189

La. Registered Office (Municipal Address Must Be Given)

David M. Crooks

New Registered Agent

400 Poydras, P. O. Box 52189, New Orleans, LA 70152-2189

Agent's Address (Must Be Identical To La. Registered Office)

Principal business establishment in the State of Louisiana:

Street **400 Poydras**, City **New Orleans**, Parish **Orleans**, State **LA**

W N Lay

President or Vice-President

W. N. Lay - Vice President - Operations

State of **LOUISIANA**

Parish or County **ORLEANS**

On this **4TH** day of **JUNE**, 19 **74**, personally
appeared before me **W. N. LAY**, who, being by me
first duly sworn, declared that he is the **VICE-PRESIDENT - OPERATIONS**, of
DRAVO MECHLING CORPORATION, that he executed the
foregoing document as **VICE-PRESIDENT - OPERATIONS** of the corporation,
and that the statements therein contained are true

David M. Crooks
Notary Public

Prepared and Furnished by
James H. "Jim" Brown
Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE, OR REGISTERED AGENT IN LOUISIANA (If only the address of the registered office or business office of the registered agent is changed, the statement need only be executed by the registered agent.)

Dravo Mechling Corporation

Name of Corporation

400 Poydras Street Suite 1900 New Orleans, Louisiana 70130

La. Registered Office (Municipal Address Must Be Given)

Ottis Patty

New Registered Agent

400 Poydras Street Suite 1900 New Orleans, Louisiana 70130

Agent's Address (Must Be Identical To La. Registered Office)

Principal business establishment in the State of Louisiana

Street 400 Poydras Street, City New Orleans, Parish Orleans, State Louisiana

Ronald W. Waskiewicz
President or Vice-President

State of Louisiana

Parish or County Orleans

On this 2nd day of December, 19 87, personally
appeared before me Ronald W. Waskiewicz, who, being by me
first duly sworn, declared that he is the Vice President Finance of
Dravo Mechling Corporation, that he executed the
foregoing document as Vice President Finance of the corporation,
and that the statements therein contained are true.

David
Notary Public

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987

To the State Corporation Department
State of Louisiana

STATE OF Louisiana

PARISH/COUNTY OF Orleans

On this 2nd day of December, 19 87, before me, a Notary Public in
and for the State and Parish aforesaid, personally came and appeared
Ottis Patty, who is to me known to be the person, and
who, being duly sworn, acknowledged to me that he does hereby accept
appointment as the Registered Agent of Dravo Mechling Corporation,
which is a Corporation authorized to transact business in the State of
Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and
3.

Ottis Patty
REGISTERED AGENT

Subscribed and sworn to before
me on the day, month, and year
first above set forth

David W. Ruoch
NOTARY PUBLIC

NOTE: If the Agent is a Corporation authorized to act as an
agent then the affidavit must be executed by an officer
of the corporation.

Issued by James H. "Jim" Brown
Secretary of State
SS 388 (9/87)

RECEIVED
SECRETARY OF STATE
JAN 13 1988

STATE OF LOUISIANA
APPLICATION FORM FOR CERTIFICATE OF AUTHORITY

(May Also be Used for Amended Application)
P O Box 94125, Baton Rouge La 70804-9125
(504) 925-4704

Fee for Filing \$50.00

This form prepared and furnished by
James H. "Jim" Brown
Secretary of State

Current Name National Marine, Inc.

Previous Name Dravo Mechling Corporation

(USE ONLY FOR AMENDED APPLICATION CHANGING THE CORPORATE NAME.)

a corporation organized under the laws of the State of Delaware

with principal office within state of organization (Domicile) at 1209 Orange Street

Wilmington

(City)

State of Delaware 19801

(Street)

and having its principal office (wherever located) outside of State of organization at 400 Texaco Building, 19th Floor

New Orleans

(City)

State of Louisiana 70130

(Street)

doing business, or

being about to do business in the State of Louisiana in conformity with the laws thereof, does, pursuant to the laws of said State, hereby

make that its written declaration that the registered office of the corporation in Louisiana is located at 400 Poydras Street

New Orleans, Louisiana 70130

(Street and City)

and its registered agent(s) in Louisiana Ottie Patty

400 Poydras Street, Suite 1900

New Orleans, Louisiana 70130

(Name and Address of Agent(s))

(Address of Agent must be identical to registered office in La. unless Agent is a law partnership or an individual Attorney)

and the principal business establishment in the State of Louisiana is:

Street 400 Poydras Street City New Orleans State Louisiana 70130

The nature of business which the corporation proposes to transact in this State. If it does not propose, or is not permitted, to transact

in this State business of every nature which it is empowered to transact by its articles or certificate of incorporation: Any lawful business

The names and addresses of the directors and officers of the corporation

(see attached list)

Dated at Pittsburgh, Pennsylvania on the 28th day of March 19 88

President or Vice President

Secretary or Asst. Secretary

State of PENNSYLVANIA

County of ALLEGHENY

On this 28th day of March 19 88

before me Cornelius J. Henke, Jr. who, being by me first duly sworn,

declared that he is the Assistant Secretary of National Marine, Inc.

that he executed the foregoing document as

Assistant Secretary

NOTARY PUBLIC
JAMES H. BROWN, SECRETARY OF STATE

NATIONAL MARINE, INC. (FORMERLY DRAVO MECHLING CORPORATION)

DIRECTORS:

W.S. Brown, III

J.J. Kappel

R.W. Waskiewicz

RESIDENT ADDRESS:

2029 Carriage Hill Rd.
Allison Park, PA 15102

130 Countryview Dr.
McKees Rocks, PA 15136

546 Crossgates Blvd.
Slidell, LA 70461

OFFICERS:

R.W. Waskiewicz, President;
Vice President - Finance

546 Crossgates Blvd.
Slidell, LA 70461

W.S. Brown, III, Vice President

2029 Carriage Hill Rd.
Allison Park, PA 15102

J.J. Kappel, Vice President

130 Countryview Dr.
McKees Rocks, PA 15136

H.J. McKnight, Vice President;
Secretary

129 Stilwell Court
Pittsburgh, PA

Linda Lott, Controller; Asst.
Secretary; Asst. Treasurer

1100 Carrollton Avenue
Metairie, LA 70005

D.T. Martin, Vice President,
Liquid Sales

2739 Pranler St.
New Orleans, LA 70014

D.J. Verona, Vice President,
Operations

3548 Inwood Avenue
New Orleans, LA 70014

R.W. Pegher, Vice President,
Dry Bulk Sales

2630 Mercedes Blvd.
New Orleans, LA 70014

C.J. Henke, Jr., Asst.
Secretary

120 Independence Court
Monroeville, PA 15146

J.J. Cronin, Asst. Treasurer

708 Jessica Circle,
Marietta, OH

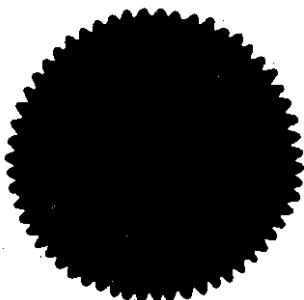


State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "DRAVO MECHLING CORPORATION", filed a Certificate of
Amendment, changing its corporate title to "NATIONAL MARINE, INC.", on the twenty-eighth
day of March, A.D. 1988, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-eighth *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-eight.



Michael Harkins

Michael Harkins, Secretary of State

NOTICE OF NEW ADDRESS OF REGISTERED
AGENT FOR SERVICE OF PROCESS

TO: The Secretary of State for the State of Louisiana

Notice is hereby given pursuant to La. R.S. Title 12:104, Title 12:236 and Title 12:308, of the new address of C T Corporation System's Office in the State of Louisiana where process may be served for the corporations represented by C T Corporation System, as shown on the records of the Secretary of State, and under Title 9:3424 for foreign partnerships.

The Agent for Service of Process, C T Corporation System, was formerly located at 601 Poydras Street, New Orleans, Louisiana 70130.

The new address for the subject Agent for Service of Process, C T Corporation System is 8550 United Plaza Boulevard, Baton Rouge, Louisiana 70809.

Notice is also given pursuant to La. R.S. Title 12:104, Title 12:236 and Title 12:308, that the registered office of each corporation shown on the records of the Secretary of State; and under Title 9:3424 for foreign partnerships, to be represented by C T Corporation System and designating 601 Poydras Street, New Orleans, Louisiana 70130, is changed to 8550 United Plaza Boulevard, Baton Rouge, Louisiana 70809.

All such corporations and foreign partnerships may now be served at the new address of the Agent for Service of Process as set forth above, as of February 1, 1993.

I, Kenneth J. Uva, Vice-President of the aforesaid corporation, hereby declare the
(Name) (Title)

contents of this Notice true to the best of my knowledge and belief, as of this 19th
day of January, 1993.

CT CORPORATION SYSTEM

By: Kenneth J. Uva

CERTIFICATE OF MERGER

**SECRETARY OF STATE
STATE OF LOUISIANA
CORPORATE DIVISION
P.O. BOX 94125
BATON ROUGE, LOUISIANA 70804**

Pursuant to the provisions of the Louisiana Business Corporation Law (the "Louisiana Statute"), the undersigned corporations certify the following:

- (1) (a) That National Marine, Inc. of Delaware; and
- (b) That Tugwell Marine, Inc. of Louisiana;

are hereby merged and that the above-named National Marine, Inc. is the surviving corporation;

(2) That the Board of Directors of National Marine, Inc., on December 17, 1996, by resolution adopted by unanimous written consent of the members of such Board, approved the Plan of Merger set forth in these articles;

(3) That the Plan of Merger has been adopted pursuant to Section 12:112(G)(b) of the Louisiana Statute;

(4) That the resolutions of the Board of Directors of the parent corporation, National Marine, Inc., approving the Plan of Merger are as set forth in Exhibit A attached hereto and incorporated herein by reference;

(5) That the Plan of Merger was unanimously approved by the sole shareholder of Tugwell Marine, Inc. on December 17, 1996 pursuant to Section 12:112(G)(b) of the Louisiana Statute; and

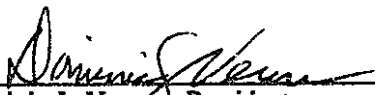
(6) That the parent corporation, National Marine, Inc., is in compliance with the ninety percent ownership requirement of Section 12:112(G) of the Louisiana Statute, and will maintain at least ninety percent ownership until the effective date of these articles.

(7) **PLAN OF MERGER:** That a true copy of the Plan of Merger is attached hereto as Exhibit B and incorporated herein by reference.

IN WITNESS WHEREOF, this Certificate of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

NATIONAL MARINE, INC.

(SEAL)


By 
Dominic J. Verona, President

ATTEST:


By 
Stephen J. Radatovich, Assistant Secretary

TUGWELL MARINE, INC.

(SEAL)

By 
Dominic J. Verona, President

ATTEST:

By 
Stephen J. Radatovich, Assistant Secretary

STATE OF LOUISIANA)
) SS.
PARISH OF ORLEANS)

On this 17th day of December in the year 1996, before me Katherine N. Hayden, Notary Public in and for said state, personally appeared Dominic J. Verona, President, National Marine, Inc., known to me to be the person who executed the within Certificate of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes herein stated.

(Seal)

Katherine N. Hayden
Notary Public

My commission expires: with life

STATE OF LOUISIANA)
) SS.
PARISH OF ORLEANS)

On this 17th day of December in the year 1996, before me Katherine N. Hayden, Notary Public in and for said state, personally appeared Dominic J. Verona, President, Tidwell Marine, Inc., known to me to be the person who executed the within Certificate of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes herein stated.

(Seal)

Katherine N. Hayden
Notary Public

My commission expires: with life

**UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL
MEETING OF THE BOARD OF DIRECTORS OF**

NATIONAL MARINE, INC.

The undersigned, being all the members of the Board of Directors of National Marine, Inc., a Delaware corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors of the Corporation, hereby take the following actions and adopt the following resolutions by unanimous written consent pursuant to the applicable provisions of the Certificate of Incorporation, By-Laws and the laws of the State of Delaware:

WHEREAS, North South Transport, Inc. ("North South") is a Tennessee corporation, a wholly-owned subsidiary of the Corporation and qualified to do business in the States of Illinois and Louisiana and the Commonwealth of Pennsylvania as a foreign corporation;

WHEREAS, Tugwell Marine, Inc. ("Tugwell", and together with North South, called "Subsidiaries") is a Louisiana corporation and a wholly-owned subsidiary of the Corporation; and

WHEREAS, in recognition of the financial and other benefits that will accrue to the Corporation as a result of merging Subsidiaries with and into the Corporation, the Corporation deems it in its best interest to merge Subsidiaries with and into the Corporation;

NOW, THEREFORE, it is hereby:

RESOLVED, that the Corporation merge, and it hereby does merge, into itself Subsidiaries, and assumes all of their respective obligations; and it is further

RESOLVED, that the mergers shall be effective upon the date of filing with the Secretaries of State of Delaware, Tennessee and Louisiana; and it is further

RESOLVED, that the Chairman, President, any Vice President, Secretary, any Assistant Secretary, Controller, any Assistant Controller, Treasurer and any Assistant Treasurer of the Corporation (the "Officers"), and each of them, are hereby authorized, directed and empowered to make, execute and deliver, either jointly or severally, for and on behalf of and in the name of the Corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Subsidiaries and assume their respective liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in

the office of the Recorder of Deeds in the appropriate county within the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said mergers; and it is further

RESOLVED, that the Officers, and each of them, are hereby authorized, directed and empowered to make, execute and deliver, either jointly or severally, for and on behalf of and in the name of the Corporation, Articles of Merger, and to cause the same to be filed with the Secretary of State of Tennessee, and to do all acts and things whatsoever, whether within or without the State of Tennessee, which may be necessary or proper to effect the merger of North South with and into the Corporation; and it is further

RESOLVED, that the Officers, and each of them, are hereby authorized, directed and empowered to make, execute and deliver, either jointly or severally, for and on behalf of and in the name of the Corporation, a Certificate setting forth a copy of these resolutions to merge Tugwell and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Louisiana and a certified copy to be filed with the recorder of mortgages of each parish in which Tugwell has a registered office, and to do all acts and things whatsoever, whether within or without the State of Louisiana, which may be necessary or proper to effect the merger of Tugwell with and into the Corporation; and it is further

RESOLVED, that in connection with said merger of North South with and into the Corporation, North South's qualifications to do business in the States of Illinois and Louisiana and the Commonwealth of Pennsylvania be withdrawn, and that the Officers, and each of them, are hereby authorized, directed and empowered to make, execute and deliver, either jointly or severally, for and on behalf of and in the name of the Corporation, any and all documents required to be filed with the States of Illinois and Louisiana and the Commonwealth of Pennsylvania to withdraw North South's and Tugwell's qualifications to do business in said states and commonwealth, respectively, and to do all acts and things whatsoever, whether within or without said states and commonwealth, which may be necessary or proper to effect said withdrawals; and it is further

RESOLVED, that the execution of any document authorized by the foregoing resolutions or any document executed in the accomplishment of any action or actions so authorized, is and/or shall become upon delivery the enforceable and binding act and obligation of the Corporation, without the necessity of the signature or attestation of any other officer of the Corporation or the affixing of the corporate seal; and it is further

RESOLVED, that all actions heretofore taken and all documentation heretofore delivered by any of the Officers, or by any individual who currently holds or has held any of said offices, in furtherance of the foregoing resolutions are hereby ratified, adopted, approved and confirmed and declared to be binding and enforceable acts and obligations of the Corporation in accordance with the respective terms and provisions thereof.

The actions taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the By-Laws of the Corporation and the laws of the State of Delaware.

This Consent may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors of the Corporation as of this 17th day of December, 1996.



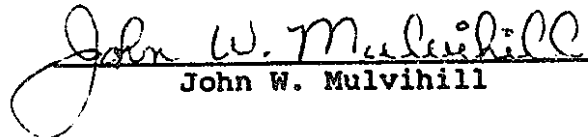
Dominic J. Verona



David Wagstaff III



R. William Begher



John W. Mulvihill

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made and entered into as of the 17th day of December, 1996, between TUGWELL MARINE, INC., a Louisiana corporation ("Tugwell") and NATIONAL MARINE, INC., a Delaware corporation ("National Marine").

WHEREAS, the parties hereto deem it appropriate and advisable that Tugwell merge with and into National Marine;

NOW, THEREFORE, in consideration of the premises, and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Terms and Conditions. At the Time of Merger (as defined in paragraph 6 herein):

(a) Tugwell shall be merged with and into National Marine and National Marine thenceforth shall be, and is designated in this Plan as, the "Surviving Corporation";

(b) The separate existence of Tugwell shall cease; and

(c) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public nature as well as of a private nature, of each of Tugwell and National Marine; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of Tugwell and National Marine, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in Tugwell or National Marine shall not revert or be in any way impaired by reason of the merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of Tugwell and National Marine; and any claim existing or action or proceeding by or against Tugwell or National Marine may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of Tugwell or National Marine shall be impaired by the merger.

2. Officers and Directors. From and after the Time of Merger, the officers and directors of National Marine shall continue in office as the officers and directors of the Surviving Corporation until their respective successors are duly elected and qualified in accordance with the By-Laws of the Surviving Corporation.

3. Further Assurances. If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are appropriate or advisable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property

of Tugwell acquired or to be acquired by or as a result of the merger, the officers and directors of Tugwell shall be and hereby are severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations and assurances and to do all other things appropriate or advisable so as to best prove, confirm and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the merger and the terms of this Plan.

4. Manner and Basis of Converting Shares.

(a) The shares of National Marine shall remain outstanding as shares of the Surviving Corporation and shall not be affected by the merger contemplated herein; and

(b) The shares of Tugwell shall be cancelled, and no consideration shall be payable to its sole shareholder.

5. Certificate of Incorporation and By-Laws of Surviving Corporation.

Following the Time of Merger, the Certificate of Incorporation of National Marine shall be the Certificate of Incorporation of the Surviving Corporation, without any amendment as a result of the merger. From and after the time of the merger, the By-Laws of National Marine shall be the By-Laws of the Surviving Corporation, without any amendment as a result of the merger.

6. Time of Merger. The merger contemplated by this Plan shall become effective at such time as all actions required by applicable law to consummate the merger have been completed and the Secretary of State of the State of Louisiana has issued a Certificate of Merger with respect thereto (such time is referred to herein as the "Time of Merger").

7. Amendment and Termination. Notwithstanding authorization or consent to this Plan and the transactions contemplated hereby by the shareholder of Tugwell, at any time prior to the Time of the Merger the Board of Directors of each of Tugwell and National Marine may by mutual consent modify, amend or abandon and terminate this Plan and the transactions contemplated hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed, all as of the date first above written.

TUGWELL MARINE, INC.

ATTEST:

Stephen J. Radatovich
Stephen J. Radatovich, Assistant Secretary

By Dominic J. Verona
Dominic J. Verona, President

NATIONAL MARINE, INC.

ATTEST:

Stephen J. Radatovich
Stephen J. Radatovich, Assistant Secretary

By Dominic J. Verona
Dominic J. Verona, President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"NATIONAL MARINE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NATIONAL MARINE, LLC" UNDER THE NAME OF
"NATIONAL MARINE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF
DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED
LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0744303 8330

991009862

AUTHENTICATION:

9518779

DATE:

01-13-99

W. Fox McKeithen
Secretary of State



FOREIGN CORPORATION
ANNUAL REPORT

For Period Ending
November 17, 1998



Mailing Address Only

(INDICATE ANY CHANGES BELOW)

31216860 F

NATIONAL MARINE, INC.
1515 POYDRAS ST., STE. 1500
NEW ORLEANS, LA 70112

29

(INDICATE ANY CHANGES BELOW)

Domicile Street Address in State Where Incorporated
(Do Not Use P.O. Box)
1209 ORANGE ST.
WILMINGTON, DE 19801

Federal Tax ID Number

25-1241814

Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. New registered agents require a notarized signature.

C T CORPORATION SYSTEM
8550 UNITED PLAZA BLVD./BATON ROUGE, LA 70809

I hereby accept the appointment of registered agent(s).

Sworn to and subscribed before me on

Our records indicate the following officers or directors for the corporation. Indicate any changes or deletions below. If additional space is needed, attach an addendum. Include addresses. Do not use a P. O. Box. Indicate all offices held by each individual listed.

~~D. J. VERONA~~ PRES/DIR
1515 POYDRAS ST., STE. 1500/NEW ORLEANS, LA 70112

~~D. WAGSTAFF, III~~ VICE PRES/DIR
1515 POYDRAS ST., STE. 1500/NEW ORLEANS, LA 70112

~~R. W. PEGHER~~ VICE PRES
1515 POYDRAS ST., STE. 1500/NEW ORLEANS, LA 70112

See attached

Our records indicate the following addresses for the corporation. Indicate any changes below.

Principal business office wherever located:

1515 POYDRAS ST., STE. 1500/NEW ORLEANS, LA 70112

Registered office in Louisiana (Must be the same as agent's address.):

8550 UNITED PLAZA BLVD./BATON ROUGE, LA 70809

Principal business establishment in Louisiana (Do not use a P. O. Box.):

1515 POYDRAS ST., SUITE 1500/NEW ORLEANS, LA 70112

	To be signed by authorized individual.	Title	Phone	Date
SIGN-->		Asst. Sec.	504-529-8682	11-16-98

Enclose filing fee of \$ 25.00

Make remittance payable to Secretary of State
Do Not Send Cash

Return by: November 17, 1998
to: Commercial Division
P. O. Box 94125
Baton Rouge, LA 70804-9125
Phone (504) 925-4704

CHECK
IF NO
CHANGE
()

NATIONAL MARINE, INC.
Listing of Officers and Directors
I.D. Number: 25-1241814

EXHIBIT A

<u>Officer or Director</u>	<u>Address</u>	<u>Office(s) Held</u>
D. Wagstaff III	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	President/Treasurer/Director
S. J. Radatovich	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Secretary
J. M. Fiorenza	1515 Poydras Street, Suite 1500 New Orleans, LA 70112	Assistant Secretary

SCS\OFFICERS.WK4

Tom Schedler
Secretary of State

**State of
Louisiana
Secretary of
State**



COMMERCIAL DIVISION
225.925.4704

Fax Numbers
225.932.5317 (Admin. Services)
225.932.5314 (Corporations)
225.932.5318 (UCC)

Name	Type	City	Status
NATIONAL MARINE, LLC	Limited Liability Company (Non-Louisiana)	WILMINGTON	Inactive

Business: NATIONAL MARINE, LLC

Charter Number: 34737737Q

Registration Date: 2/2/1999

Domicile Address

THE CORPORATION TRUST COMPANY
1209 ORANGE ST.
WILMINGTON, DE 19801

Mailing Address

3110 ST. CHARLES AVENUE
NEW ORLEANS, LA 70115

Principal Business Office

3110 ST. CHARLES AVENUE
NEW ORLEANS, LA 70115

Registered Office in Louisiana

8550 UNITED PLAZA BLVD.
BATON ROUGE, LA 70809

Principal Business Establishment in Louisiana

3110 ST. CHARLES AVENUE
NEW ORLEANS, LA 70112

Status

Status: **Inactive**

Inactive Reason: **WITHDREW**

Qualified: 2/2/1999

Last Report Filed: 2/6/2006

Type: Limited Liability Company (Non-Louisiana)

Registered Agent(s)

Agent:	DAVID WAGSTAFF, III
Address 1:	3110 ST. CHARLES AVE.
City, State, Zip:	NEW ORLEANS, LA 70115

Appointment Date:	9/27/2006
------------------------------	-----------

Amendments on File (2)

Description	Date
Withdrawal Pending	6/15/2006
Withdrawal	9/27/2006

Print

2:10-cv-37868-ER MILLER v. UNION MECHLING CORPORATION et al

EDUARDO C. ROBRENO, presiding

Date filed: 06/08/2010**Date terminated:** 12/06/2010**Date of last filing:** 12/06/2010**Case Summary**

Office: Philadelphia
Jury Demand: None
Nature of Suit: 368
Jurisdiction: Diversity
County: Outside the State of PA.
Origin: 6
Lead Case:
Related Case:
Defendant Custody Status:
Flags: CLOSED, [ASBESTOS](#), [MARDOC](#), [MDL-875](#), [MI-E](#)

Filed: 06/08/2010**Demand:****Cause:** 46:0688 Jones Act**Disposition:** Dismissed - Settled**Terminated:** 12/06/2010**Reopened:**

None

None

Other Court Case: 88-71855[MI-E]**Plaintiff:** LEWIS MILLER**represented by** LEONARD C. JAQUES**Defendant:** UNION MECHLING CORPORATION**represented by** WILLIAM D. BONEZZI**Defendant:** UNION MECHLING CORPORATION**represented by** KEVIN O. KADLEC**Phone:** 216-875-2767**Email:** asbestos@bsmph.com**Defendant:** UNION MECHLING CORPORATION**represented by** SANDRA A. PROKOPP**Defendant:** UNION BARBE LINE**Defendant:** NATIONAL MARINE, INCORPORATED**represented by** KEVIN O. KADLEC**Phone:** 216-875-2767**Email:** asbestos@bsmph.com**PACER Service Center****Transaction Receipt**

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Description:	Case Summary	Search Criteria:	2:10-cv-37868-ER
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